

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re:	§	Chapter 11
	§	
FFBC Operations, LLC,	§	Case No. 19-10869
	§	
Debtor.	§	

In re:	§	Chapter 11
	§	
FFBC Real Estate, LLC,	§	Case No. 19-10870
	§	
Debtor.	§	

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER  
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) file this motion (the “**Motion**”) pursuant to section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 1015 of the Local Court Rules of the United States Bankruptcy Court for the Western District of Texas (the “**Local Rules**”), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), directing the joint administration of the Debtors’ chapter 11 cases. In support of the Motion, the Debtors respectfully represent:

**JURISDICTION AND VENUE**

1. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

## **BACKGROUND**

2. On the date hereof (the “*Petition Date*”), each of the Debtors commenced a case under chapter 11 of the Bankruptcy Code (the “*Chapter 11 Cases*”). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases, and no committees have been appointed or designated.

3. The Debtors operate Austin’s original craft brewery, Celis Brewery. The brewery originally opened its doors on July 11, 1992, and was an immediate success. After the founder, Pierre Celis, partnered with Miller Brewing Company, it began to struggle financially and the original Celis Brewery closed its doors on December 31, 2000. The Celis trademark bounced around over the next decade and a half but ultimately ended up back in the Celis family when Christine Celis, Pierre’s daughter, acquired the Celis Brewery trademark in 2017. Exactly twenty-five years after Pierre founded Celis Brewery, Christine opened the doors to “Celis Brewery 2.0” on July 11, 2017. The Debtors operate out of a newly constructed facility in Northwest Austin capable of making upward of 50,000 barrels per year.

4. Unfortunately the Debtors have been unable to service this cumbersome note and now seek relief from the Bankruptcy Court. The Debtors intend to pursue a sale of the assets as a going concern and/or the filing of a plan of reorganization that maximizes the value of their assets and business for the benefit of creditors and equity.

## **RELIEF REQUESTED**

5. By this Motion, the Debtors request entry of the Proposed Order, (a) authorizing the joint administration of the Debtors’ Chapter 11 Cases for procedural purposes only, and (b) directing parties in interest to use a consolidated caption, indicating that any pleading they file

relates to the jointly administered bankruptcy cases of “FFBC Operations, LLC, *et al.*” Specifically, the Debtors request that the Court maintain one file and one docket for all of the jointly administered cases in the case of FFBC Operations, LLC and that the cases be administered under the following consolidated caption (the “*Consolidated Caption*”):

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
MIDLAND DIVISION**

In re:	§	Chapter 11
	§	
FFBC Operations, LLC, <i>et al.</i>	§	Case No. 19-10869
	§	
Debtors. <sup>1</sup>	§	(Jointly Administered)

<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: FFBC Operations, LLC (4363); and FFBC Real Estate, LLC (9310). The mailing address for the Debtors, solely for purposes of notices and communications, is 10001 Metric Boulevard, Austin, Texas 78758.

6. The Debtors request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

7. The Debtors also request that the Court make separate docket entries in each of the Debtors’ chapter 11 cases (except that of FFBC Operations, LLC), substantially similar to the following:

An order has been entered in this case directing the joint administration of the chapter 11 cases of FFBC Operations, LLC and FFBC Real Estate, LLC; the docket for FFBC Operations, LLC should be consulted for all matters affecting this case.

**BASIS FOR RELIEF**

8. Bankruptcy Rule 1015(b)(4) provides that, if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors in these Chapter 11 Cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code:

(A) entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . .

(B) corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . .

(C) person whose business is operated under a lease or operating agreement by a debtor, or person substantially all of whose property is operated under an operating agreement with the debtor; or

(D) entity that operates the business or substantially all of the property of the debtor under a lease or operating agreement.

9. Moreover, section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

10. Joint administration of the Debtors’ cases is warranted because it will ease the administrative burden on the Court and the parties. Joint administration of the Debtors’ cases will eliminate the need for duplicate pleadings, notices, and orders in each of the respective dockets and will save the Court, the Debtors, and other parties in interest substantial time and expense when preparing and filing such documents. Further, joint administration will protect parties in interest by ensuring that they will be apprised of the various motions filed with the Court with respect to each of the Debtors’ cases. Therefore, joint administration of the Debtors’ Chapter 11 Cases is appropriate under Bankruptcy Rule 1015(b).

11. Moreover, joint administration of these Chapter 11 Cases will not adversely affect the Debtors’ respective constituencies because the motion requests only administrative, not substantive, consolidation of the Debtors’ estates. The rights of respective creditors of the Debtors

will not be adversely affected by the proposed joint administration because the Debtors will continue as separate and distinct legal entities and will continue to maintain separate books and records. Moreover, each creditor may still file its proof of claim against a particular estate. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration.

12. The Debtors submit that no party will be prejudiced by virtue of the relief requested in this Motion. Courts routinely, and generally without controversy, approve joint administration of interrelated chapter 11 cases in this District. *See In re Tajay Restaurants, Inc.*, Case No. 19-70067 (Bankr. W.D. Tex. May 16, 2019); *In re Little River Healthcare Holdings, LLC*, Case No. 18-60526 (Bankr. W.D. Tex. July 24, 2018); *In re UPH Holdings, Inc.*, Case No. 13-10570 (Bankr. W.D. Tex. April 2, 2013); *In re KLN Steel Products Co., LLC*, Case No. 11-12855 (Bankr. W.D. Tex. Nov. 23, 2011); *In re TXCO Resources Inc.*, Case No. 09-51807 (Bankr. W.D. Tex. May 19, 2009).

13. For these reasons, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors and other parties in interest and, therefore, should be granted.

### **NOTICE**

14. The Debtors have provided notice of the filing of the Motion either by electronic mail, facsimile, overnight mail or regular mail to: (i) the Office of the United States Trustee; (ii) the Debtors' 20 largest unsecured creditors on a consolidated basis; (iii) counsel to Amplify Federal Credit Union, Debtors senior secured lender; and (iv) all parties entitled to notice pursuant to Bankruptcy Rule 2002 and Local Rule 9013 (collectively, the "***Notice Parties***"). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief in it, the Debtors respectfully submit that no further notice of this Motion is required.

**NO PRIOR REQUEST**

15. No previous request for the relief sought herein has been made to this or any other court.

**WHEREFORE**, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: July 1, 2019  
Austin, Texas

Respectfully submitted,

WALLER LANSDEN DORTCH & DAVIS, LLP

/s/ Eric J. Taube  
Eric Taube (State Bar No. 19679350)  
Mark Taylor (State Bar No. 19713225)  
Cleveland R. Burke (State Bar No. 24064975)  
Trip Nix (State Bar No. 24092902)  
Evan J. Atkinson (State Bar No. 24091844)  
100 Congress Avenue, Suite 1800  
Austin, Texas 78701  
(512) 685-6400  
(512) 685-6417 (FAX)  
Email: Eric.Taube@wallerlaw.com  
Mark.Taylor@wallerlaw.com  
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Trip.Nix@wallerlaw.com  
Evan.Atkinson@wallerlaw.com

*Proposed Attorneys for the Debtors and  
Debtors in Possession*

**CERTIFICATE OF SERVICE**

The foregoing was served on all persons on the attached list via email on July 1, 2019 or via first class mail on July 2, 2019.

/s/ Eric J. Taube  
Eric J. Taube

## **SERVICE LIST**

### **Debtors**

FFBC Operations, LLC  
FFBC Real Estate, LLC  
10001 Metric Blvd.  
Austin, TX 78758

### **Governmental Agencies**

Bruce Elfant - Tax Assessor  
PO Box 149328  
Austin, TX 78714-9328

Internal Revenue Service  
P.O. Box 21126  
Philadelphia, PA 19114

Texas Workforce Commission  
TWC Building-Regulatory  
Integrity Div.  
101 E. 15th St.  
Austin, TX 78778

Texas Alcoholic Beverage  
Commission  
Licenses and Permits Division  
P.O. Box 13127  
Austin, TX 78711

Texas Comptroller of Public  
Accounts  
Revenue Accounting Div.-  
Bankruptcy Sec.  
P.O. Box 13528 Capitol Station  
Austin, TX 78711

Travis County Tax Office  
5501 Airport Blvd  
Austin, TX 78751

TTB Excise Tax Bureau  
P.O. Box 790353  
St. Louis, MO 63179 -0353

U.S. Small Business  
Administration  
Little Rock Commercial Loan Svc  
Center  
2120 Riverfront Drive, Ste. 100  
Little Rock, AR 72202

U.S. Small Business  
Administration  
Attn: Stephen Bass  
615 E. Houston Street, Suite 298  
San Antonio, Texas 78205

United States Trustee  
903 San Jacinto, Ste. 230  
Austin, TX 78701

### **Secured Creditors**

Amplify Credit Union  
PO Box 81369  
Austin, TX 78708

Capital SBA Loan  
NW 6441  
PO Box 1450  
Minneapolis, MN 55485-6441

Celis Phoenix, LLC  
4627 Inicio Lane  
Austin, TX 78725

Crown Equipment  
PO Box 941173  
Cincinnati, OH 45264-1173

Navitas Credit Corp.  
111 Executive Center Dr.  
Ste. 102  
Columbia, SC 29210

Pedernales Brewing Company  
1530 Barton Springs Road  
Austin, TX 78704

Wells Fargo Finance  
PO Box 29482  
Phoenix, AZ 85038

Westrock CP, LLC  
P.O. Box 409813  
Atlanta, GA 30384

### **FFBC Operations - Twenty Largest Unsecured Creditors**

American Canning  
6231 E. Stassney Lane  
Bldg. 13-300  
Austin, TX 78744

AmperSand  
2901 Via Fortuna  
Suite 185  
Austin, TX 78746

Ball Corporation  
10 Long Peaks Dr.  
Broomfield, Co 80021

The Blue River Fox, LLC  
1109 Mission Ridge  
Austin, TX 78704

Berlin Packaging  
PO Box 74007164  
Chicago, IL 60674-7164

BrauKon  
Gewebering 3  
83370 Seon  
GERMANY

Brewers Supply Group (BSG)  
P.O. Box 74769  
Boulder, CO 80306

Co.Mac. S.r.l.  
Via Giuseppe Garibaldi, 34N  
24040 Bonate Sotto BG  
ITALY

Country Malt Group/Brewcraft  
USA  
PO Box 51602  
Los Angeles, CA 90051-5902

Crosby Hop Farm LLC  
8648 Crosby Rd NE  
Woodburn, OR 97071

Eventbrite  
155 5th St.  
San Francisco, CA 94103

Fruition Construction LLC  
3865 NC-16 Business  
Denver, NC 28037

Great American Insurance  
Group (SK&P Ins)  
9600 Great Hills Trail  
Suite 170E  
Austin, TX 78759-6327

Great Western Malting  
Company  
PO Box 1529  
Vancouver, WA 98668-1529

James Houchins  
P.O. Box 40028  
Austin, TX 78704

Microstar  
2401 15th Street  
Suite 200  
Denver, CO 80202

Pak Tech  
1680 B Irving Road  
Eugene, OR 97402

Pen & Tell Us  
2101 Elton Lane  
Austin, TX 78703

The Boelter Companies  
P.O. Box 8741  
Carol Stream, IL 60197-8741

Transmarket  
P.O. Box 16651  
Temple Terrace, FL 33687

William J. Mulroy, Jr.  
3913 Tordera Drive  
Austin, TX

**FFBC Real Estate -  
20 Largest Unsecured  
Creditors**

Artic Concepts  
2313 Lockhill Selma Rd. #126  
San Antonio, TX 78230

Building Image Group, Inc.  
c/o David Sander  
Scanlan, Buckle & Young P.C.  
602 W. 11th St.  
Austin, TX 78701-2099

Elite Turfcare Group  
16300 Central Commerce Drive  
Building #5  
Pflugerville, TX 78660

Falcon Structures  
7717 Gilbert Rd  
Manor, TX 78653

Grandstand  
3840 Greenway Circle  
Lawrence, KS 66046

Hill Morrison Inc. dba HMI  
Construction  
5806 Timber Trail  
Austin, TX 78731

HP2  
2880 East Northern Avenue  
Phoenix, AZ 85028

Jackson Walker LLP  
PO Box 130989  
Dallas, TX 75313-0989

JM Structural Engineering  
2400 E Cesar Chavez #302  
Austin, TX 78702

Kimley Horn  
2600 Via Fortuna  
Terrace I, #300  
Austin, TX 78746

OPA Design  
7010 Easy Wind Dr. #200  
Austin, TX 78752

Structures PE, LLP  
6926 N Lamar Blvd  
Austin, TX 78752

**Notice Parties**

Streusand Landon Ozburn  
Lemmon LLP  
Attn: Sabrina Streusand/  
Rhonda Mates  
1801 S. Mopac, # 320  
Austin, TX 78746

Hajjar Peters LLP  
Attn: Charlie Shelton  
3144 Bee Caves Rd.  
Austin, TX 78746

**EXHIBIT A**

**(Proposed Order)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re:	§	Chapter 11
	§	
FFBC Operations, LLC,	§	Case No. 19-10869
	§	
Debtor.	§	
In re:	§	Chapter 11
	§	
FFBC Real Estate, LLC,	§	Case No. 19-10870
	§	
Debtor.	§	

**ORDER GRANTING MOTION FOR JOINT ADMINISTRATION**

Upon consideration of the motion (the “*Motion*”)<sup>1</sup> for entry of an order directing the Debtors’ Chapter 11 Cases to be jointly administered for procedural purposes only and granting related relief, all as more fully set forth in the Motion; and the Court having found that (i) the Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409;

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

(iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) notice of the Motion being adequate and appropriate under the circumstances; the Court having considered the statements of counsel and the evidence adduced with respect to the Motion at the hearing held before this Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED, as set forth herein.
2. Nothing contained in this Order shall be construed as directing or otherwise effecting a substantive consolidation of the Chapter 11 Cases of the Debtors; it is the Court’s intention to jointly administer the Chapter 11 Cases of the Debtors for procedural purposes only.
3. The Debtors’ Chapter 11 Cases are to be jointly administered under *In re FFBC Operations, LLC*, Case No. 19-10869.
4. Judge Tony M. Davis shall preside over these jointly administered cases.
5. The joint caption of the Chapter 11 Cases shall read as shown in attached **Exhibit 1**.
6. All original pleadings shall be captioned as set out above and all original docket entries shall be made in the case of *In re FFBC Operations, LLC*, Case No. 19-10869.
7. All proofs of claim shall be filed under the case number representing the Debtor’s estate against which the claim is made.
8. A docket entry shall be made in each of the Debtors’ cases (except that of *In re FFBC Operations, LLC*) substantially similar to the following:

An order has been entered in this case directing the joint administration of the chapter 11 cases of FFBC Operations, LLC and FFBC Real Estate, LLC; the docket for FFBC Operations, LLC should be consulted for all matters affecting this case.

9. Debtors shall file a master service list in *In re FFBC Operations, LLC*, Case No. 19-10869 that includes all creditors, persons filing Notices of Appearances, and all parties-in-interest in all of the Debtors' jointly administered cases for future noticing requirements.

10. This Order shall be served by the Debtors on interested parties and all parties included on the master service list.

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Prepared and submitted by:

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*Proposed Attorneys for the Debtors and  
Debtors in Possession*

**EXHIBIT 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re:	§	Chapter 11
	§	
FFBC Operations, LLC, <i>et al.</i>	§	Case No. 19-10869
	§	
Debtors. <sup>1</sup>	§	(Jointly Administered)

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<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are as follows: FFBC Operations, LLC (4363); and FFBC Real Estate, LLC (9310). The mailing address for the Debtors, solely for purposes of notices and communications, is 10001 Metric Boulevard, Austin, Texas 78758.